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**AMENDMENTS TO THE CLAIMS:**

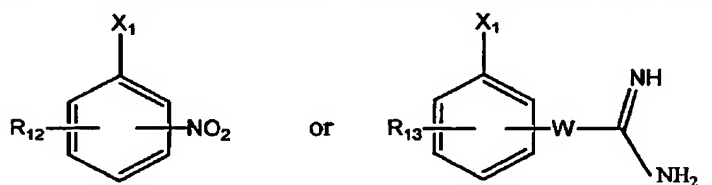
This listing of claims will replace all prior versions and listings of the claims in the application:

1. (Cancelled)
2. (Currently Amended) The compound of claim 32 ~~1~~, wherein Z is  $\text{NR}_7\text{R}_8$ .
3. (Original) The compound of claim 2, wherein  $\text{R}_8$  is  $-\text{CH}_2-\text{CH}_2-\text{NH}_2$ .
4. (Original) The compound of claim 2, wherein  $\text{R}_8$  is  $(\text{CR}_9\text{R}_{10})_n-\text{NR}_{22}-\text{R}_{11}$ .
5. (Cancelled)
6. (Previously presented) The compound of claim 4, wherein  $\text{R}_{11}$  is a polyalkylene oxide residue.
7. (Original) The compound of claim 6, wherein said polyalkylene oxide residue is a polyethylene glycol.
8. (Original) The compound of claim 7, wherein said polyethylene glycol has a number average molecular weight of from about 2,000 to about 200,000 daltons.
9. (Previously presented) The compound of claim 4, wherein  $\text{R}_{11}$  is a member of the group consisting of collagen, glycosaminoglycan, poly(-aspartic acid), poly(-L-lysine), poly(-lactic acid), poly-N-vinylpyrrolidone and copolymers of poly(-lactic acid) and poly(-glycolic acid).
10. (Currently Amended) The compound of claim 32 ~~1~~, wherein  $\text{R}_1$ ,  $\text{R}_2$ ,  $\text{R}_3$ ,  $\text{R}_4$ ,  $\text{R}_5$ , and  $\text{R}_6$  are independently selected from the group consisting of H,  $\text{CH}_3$  and  $\text{CH}_3\text{CH}_2$ .
11. (Original) The compound of claim 4, wherein  $\text{R}_7$  is  $\text{CH}_3\text{CH}_2$ ;  $\text{R}_8$  is  $(\text{CR}_9\text{R}_{10})_n-\text{NR}_{22}-\text{R}_{11}$ ; and  $\text{R}_9$  and  $\text{R}_{10}$  are H;  $n$  is 2; and  $\text{X}_1$  is O, S or NH.

12. (Original) The compound of claim 4, wherein  $R_7$  is  $\text{CH}_3\text{CH}_2$ ;  $R_8$  is  $-(\text{CR}_9\text{R}_{10})_n-\text{NR}_{22}-\text{R}_{11}$  and  $R_9$  and  $R_{10}$  are H.

13. (Cancelled)

14. (Currently Amended) The compound of claim 32 ~~+~~, wherein  $X_1A$  is

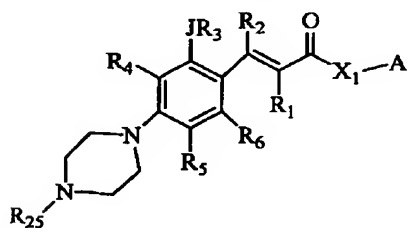


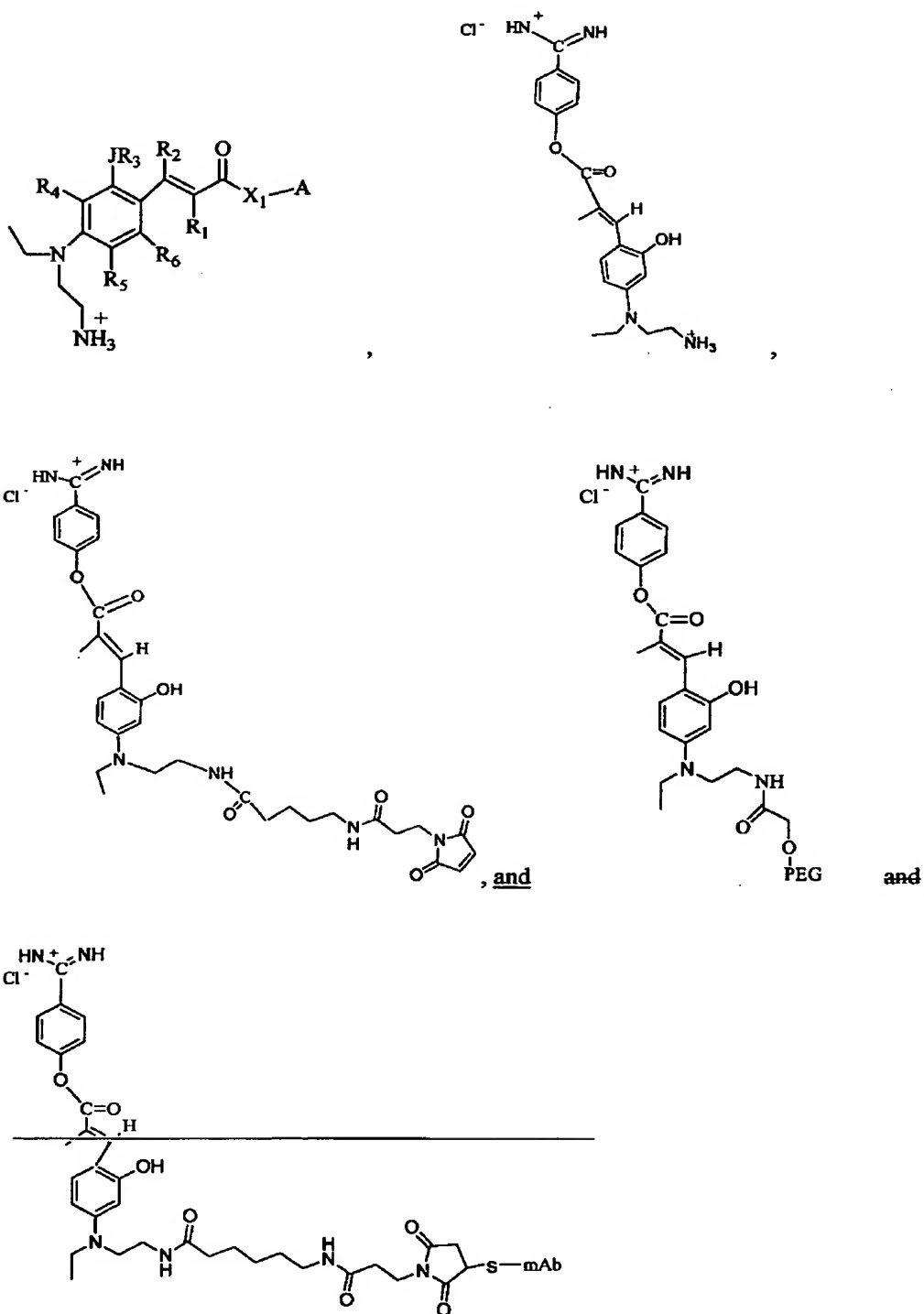
15. (Cancelled)

16. (Original) The compound of claim 14, wherein  $J$  is O,  $R_2$  is H,  $R_7$  is  $\text{CH}_3\text{CH}_2$ ;  $R_8$  is  $-(\text{CR}_9\text{R}_{10})_n-\text{NR}_{22}-\text{R}_{11}$ ,  $R_9$  and  $R_{10}$  are H, and  $n$  is 2.

17-21. (Cancelled)

22. (Currently Amended) A compound of claim 32 ~~+~~ selected from the group consisting of:





wherein

PEG is a polyethylene glycol having a molecular weight of from about 2,000 to about 200,000; and

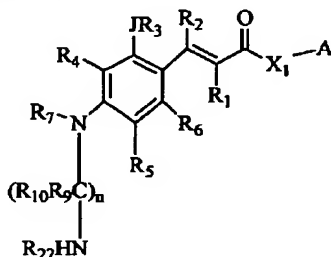
~~mAb is a monoclonal antibody.~~

23-24. (Cancelled)

25. (Currently Amended) A pharmaceutically acceptable salt of the compound of claim 32 4.

26-30. (Cancelled)

31. (Currently Amended) A method of preparing a conjugate, comprising:  
reacting a compound of Formula (IV)



(IV)

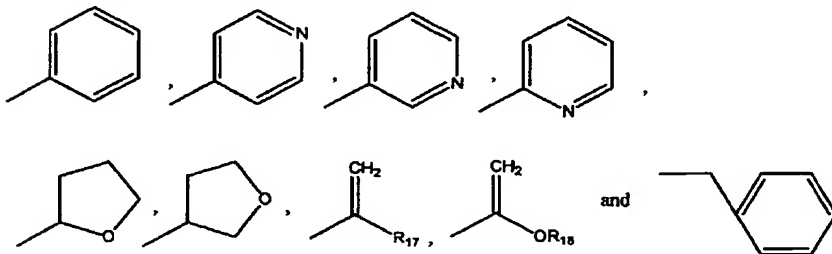
wherein:

R<sub>1</sub> and R<sub>2</sub> are individually selected from the group consisting of H, CH<sub>3</sub>, C<sub>2</sub>-C<sub>10</sub> alkyls, C<sub>2</sub>-C<sub>10</sub> alkenyls or C<sub>2</sub>-C<sub>10</sub> alkynyls, straight or branched, C<sub>2</sub>-C<sub>10</sub> heteroalkyls, C<sub>2</sub>-C<sub>10</sub> heteroalkenyls or C<sub>2</sub>-C<sub>10</sub> heteroalkynyls and -(CR<sub>15</sub>R<sub>16</sub>)<sub>p</sub>-D

wherein: R<sub>15</sub> and R<sub>16</sub> are individually selected from the group consisting of H, CH<sub>3</sub>, C<sub>2</sub>-C<sub>10</sub> alkyls, C<sub>2</sub>-C<sub>10</sub> alkenyls and C<sub>2</sub>-C<sub>10</sub> alkynyls, straight or branched; and C<sub>2</sub>-C<sub>10</sub> heteroalkyls, C<sub>2</sub>-C<sub>10</sub> heteroalkenyls or C<sub>2</sub>-C<sub>10</sub> heteroalkynyls;

p is a positive integer from 1 to about 12;

D is selected from among -SH, -OH, X<sub>2</sub>, -CN, -OR<sub>19</sub>, NHR<sub>20</sub>,



wherein:

$R_{17}$  is H, a  $CH_3$  or  $X_3$ ;

$R_{18}$  is H, a  $C_{1-4}$  alkyl or benzyl;

$R_{19}$  is H, a  $C_{1-4}$  alkyl,  $X_2$  or benzyl;

$R_{20}$  is H, a  $C_{1-10}$  alkyl or  $-C(O)R_{21}$

wherein  $R_{21}$  is H, a  $C_{1-4}$  alkyl or alkoxy, t-butoxy or benzyloxy;

$X_2$  and  $X_3$  are independently selected halogens;

$R_3$  is H,  $CH_3$ , or  $-C(=O)(CR_{15}R_{16})_w-D$ ,

where  $w$  is 0 or an integer from 1 to about 12, and  $D$  is H or as described for  $R_1$  and  $R_2$ ,

$J$  is O, NH or S;

$R_4$ ,  $R_5$  and  $R_6$  independently selected from the group consisting of H,  $CH_3$ ,

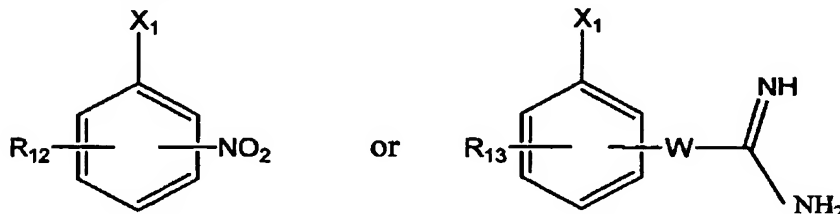
$C_2-C_{10}$  alkyls,  $C_2-C_{10}$  alkenyls or  $C_2-C_{10}$  alkynyls, straight or branched;  $C_2-C_{10}$  heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;

$R_7$  is selected from among H,  $CH_3$  and  $C_2-C_{10}$  alkyls;

$X_1$  is O, NH, or S;

$R_{22}$  is H or  $CH_3$ ; and

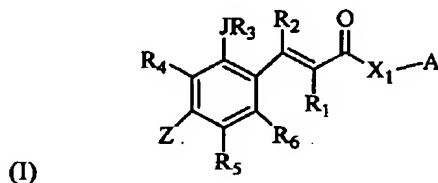
$A$  is H or  $A_1$  wherein  $X_1A_1$  is



wherein  $R_{12}$  and  $R_{13}$  are independently H or electron donating or electron withdrawing groups and  $W$  is CH or N;

with a linking reagent ~~containing a member of~~ selected from the group consisting of succinimides, maleimides, imidoesters, 2-iminothiolane, hydrazides, maleic anhydride, azides, citraconic anhydride, glutaraldehyde.

32. (Previously Presented) A compound of the formula:



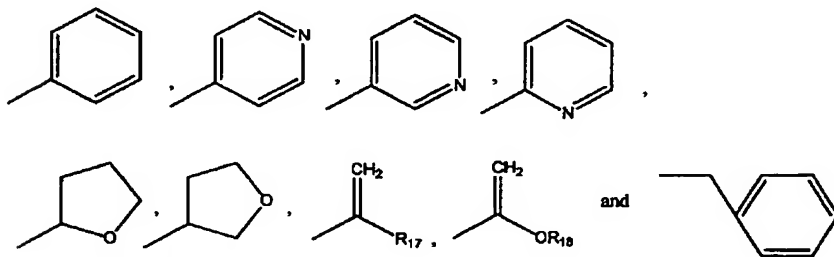
wherein:

$R_1$  and  $R_2$  are individually selected from the group consisting of H,  $CH_3$ ,  $C_2$ - $C_{10}$  alkyls,  $C_2$ - $C_{10}$  alkenyls or  $C_2$ - $C_{10}$  alkynyls, straight or branched,  $C_2$ - $C_{10}$  heteroalkyls,  $C_2$ - $C_{10}$  heteroalkenyls or  $C_2$ - $C_{10}$  heteroalkynyls and  $-(CR_{15}R_{16})_p-D$ ;

wherein:  $R_{15}$  and  $R_{16}$  are individually selected from the group consisting of H,  $CH_3$ ,  $C_2$ - $C_{10}$  alkyls,  $C_2$ - $C_{10}$  alkenyls or  $C_2$ - $C_{10}$  alkynyls, straight or branched; and  $C_2$ - $C_{10}$  heteroalkyls,  $C_2$ - $C_{10}$  heteroalkenyls or  $C_2$ - $C_{10}$  heteroalkynyls;

$p$  is a positive integer from 1 to about 12;

$D$  is selected from among -SH, -OH,  $X_2$ , -CN, -OR<sub>19</sub>, NHR<sub>20</sub>,



wherein:

$R_{17}$  is H,  $CH_3$  or  $X_3$ ;

$R_{18}$  is H, a  $C_{1-4}$  alkyl or benzyl;

$R_{19}$  is H, a  $C_{1-4}$  alkyl,  $X_2$  or benzyl;

$R_{20}$  is H, a  $C_{1-10}$  alkyl or  $-C(O)R_{21}$ ,

wherein  $R_{21}$  is H, a  $C_{1-4}$  alkyl or alkoxy, t-butoxy or benzyloxy;

$X_2$  and  $X_3$  are independently selected halogens;

$R_3$  is H,  $CH_3$ , or  $-C(=O)(CR_{15}R_{16})_w-D$ ,

where  $w$  is 0 or an integer from 1 to about 12, and  $D$  is H or as described for  $R_1$  and  $R_2$

$J$  is O, NH or S;

$R_4$ ,  $R_5$ , and  $R_6$  are independently selected from the group consisting of H,  $CH_3$ ,  $C_2$ - $C_{10}$  alkyls,  $C_2$ - $C_{10}$  alkenyls or  $C_2$ - $C_{10}$  alkynyls, straight or branched;  $C_2$ - $C_{10}$  heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;



wherein  $R_7$  is selected from among H,  $CH_3$ ,  $C_2$ - $C_{10}$  alkyls, alkenyls or alkynyls straight or branched;  $C_2$ - $C_{10}$  heteroalkyls, heteroalkenyls or heteroalkynyls, or  $-(CR_{23}R_{24})_q$ -aryl, or  $R_8$ , wherein  $R_{23}$  and  $R_{24}$  are independently selected from the group consisting of H and  $C_1$ - $C_{10}$  alkyls;

$q$  is an integer from 1 to about 6;

$R_8$  is selected from the group consisting of  $(CR_9R_{10})_n$ - $NR_{22}$ - $R_{11}$ ,  $(CR_9R_{10})_n$ - $CH_2$ - $NHC(O)R_{26}$  and  $(CR_9R_{10})_n$ - $CH_2$ -E;

wherein  $R_9$  and  $R_{10}$  are independently selected from the group consisting of H,  $CH_3$ ,  $C_2$ - $C_{10}$  alkyls,  $C_2$ - $C_{10}$  alkenyls or  $C_2$ - $C_{10}$  alkynyls, straight or branched;  $C_2$ - $C_{10}$  heteroalkyls,  $C_2$ - $C_{10}$  heteroalkenyls or  $C_2$ - $C_{10}$  heteroalkynyls and halogens;

$R_{26}$  is H,  $CH_3$ , O-*t*-butyl, O-benzyl;

E is OH, SH or O-C(O) $R_{27}$ ,

wherein  $R_{27}$  is a  $C_1$ - $C_6$  alkyl, benzyl or phenyl;

$R_{22}$  is H or  $CH_3$ ;

$n$  is a positive integer from 1 to about 10;

$R_{11}$  is H or -L-B,

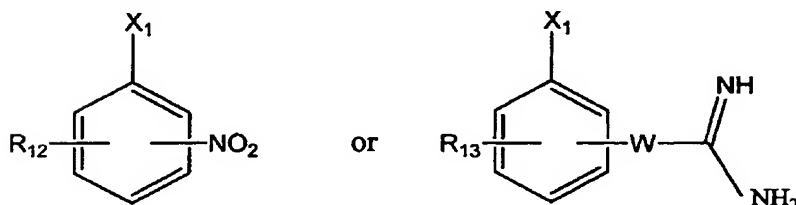
wherein L-B are maleimides, N-hydroxysuccinimidyl compounds, imidoesters, 2-iminothiolane, hydrazides and maleic anhydride;

$R_{25}$  is H, -C(O)- $R_{28}$  or -C(O)-O- $R_{29}$ ,

wherein  $R_{28}$  is a  $C_1$ - $C_6$  alkyl or benzyl; and  $R_{29}$  is  $CH_3$ , *t*-butyl or benzyl;

$X_1$  is O, NH, or S; and

A is H, or  $A_1$  wherein  $X_1A_1$  is



wherein  $R_{12}$  and  $R_{13}$  are independently H or electron donating or electron withdrawing groups and W is CH or N.

33-34. (Cancelled)

35. (Previously Presented) The method of claim 31, wherein the linking reagent is selected from the group consisting of heterobifunctional reagents containing N-hydroxysuccinimide and maleimide, bifunctional maleimide and bifunctional PEG's.

36. (Previously Presented) The method of claim 35, wherein the heterobifunctional reagent containing N-hydroxysuccinimide and maleimide is (Succinimidyl-6-[( $\beta$ -maleimidopropionamido) hexanoate].